Edgar Filing: MCDONALDS CORP - Form 4

MCDONAL Form 4	DS CORP										
February 16,									OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont See Instru 1(b).	ger 5 16. 5 7 Filed pur ns 5 Section 17(STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 20(b) of the Investment Company Act of 1040								January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type I	Responses)										
SANTONA GLORIA Symb			ymbol	Issuer Name and Ticker or Trading nbol CDONALDS CORP [MCD]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mc				Date of Earliest Transaction Ionth/Day/Year) 2/11/2016				Director 10% Owner XOfficer (give title Other (specify below) below) Corp Exec VP, Gen Coun, Secy			
OAK BDOG	(Street) 4. If Ame Filed(Mor				-	al		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
		(7:)						Person		-	
(City) 1.Title of Security (Instr. 3)	(State) 2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed		a I - Non-Derivative Securities Acq 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				uired, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Common Stock	02/13/2016			М	751	A	\$0	62,168	D		
Common Stock	02/13/2016			F	344	D	\$ 117.93	61,824	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: MCDONALDS CORP - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	n Date, if TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sect (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	A or N of
Options (Right to Buy)	\$ 116.73	02/11/2016		А	37,550		<u>(1)</u>	02/11/2026	Common 3 Stock 3
Restricted Stock Units	(2)	02/11/2016		А	5,633 (<u>3)</u>		02/11/2019(3)	02/11/2019	Common Stock
Restricted Stock Units	<u>(4)</u>	02/13/2016		М		4,575	02/13/2016	02/13/2016	Common Stock
Restricted Stock Units	<u>(5)</u>	02/13/2016		М		3,298	02/13/2016	02/13/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SANTONA GLORIA MCDONALD'S CORPORATION 2915 JORIE BOULEVARD OAK BROOK, IL 60523			Corp Exec VP, Gen Coun, Secy			
Signatures						

/s/ Christopher Weber, Attorney-in-fact

**Signature of Reporting Person

02/16/2016

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Options become exercisable in 25% increments on the first, second, third and fourth anniversary dates of the grant.

Each restricted stock unit ("RSU") represents a right to acquire one share of McDonald's Corporation common stock. Upon vesting, payout under the RSUs will be in the form of shares or, at the discretion of the Compensation Committee of the Board of Directors, the

(2) payout under the RSOs will be in the form of shares of, at the discretion of the Compensation Commutee of the Board of Directors, the cash value thereof. No dividend, voting or other shareholder rights attach to the RSUs until they vest and only if the payout upon vesting is in shares of common stock.

Edgar Filing: MCDONALDS CORP - Form 4

Subject to performance-based vesting conditions linked to net income growth and return on incremental invested capital ("ROIIC") for the period of January 1, 2016 through December 31, 2018 (the "Performance Period"). If McDonald's Corporation satisfies both the net

- (3) income and ROIIC thresholds, then the number of RSUs that vest may be increased or decreased based upon the McDonald's Corporation total shareholder return relative to the S&P 500 Index over the Performance Period. The number of RSUs earned will range from 0% to 200% of the target number of RSUs granted.
- Each RSU represents a right to acquire one share of McDonald's Corporation common stock. As a result of the Company's performance(4) against the performance-based vesting condition, the reporting person vested in 16.41% of the original grant of 4,575 RSUs, and the remaining 3,824 RSUs were forfeited.
- Each RSU represents a right to acquire one share of McDonald's Corporation common stock. As a result of the Company's performance (5) against the performance-based vesting condition, the reporting person vested in 0.00% of the original grant of 3,298 RSUs; therefore, all 3,298 RSUs were forfeited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.